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Portland, OR 97258
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Invoice submitted to:
Statyon SW Assisted Living, LLC
c/o Shirley Dunn, Hamstreet & Associates
Sunwest Management, Inc.
PO Box 3006
Salem, OR 97203

October 27, 2010

Invoice # 1755

Professional Services

		<u>Hours</u>	<u>Amount</u>
9/1/2010	HS Claims Admin & Objections Emails related to relinquished claims list. Update list as needed.	1.60	360.00
	MOC Fee/Employment Applications Work on fee application narrative.	3.40	1,020.00
	SD Consummation of BREA Trx Manage closing of eight properties. Participate in telephone conference with BX and Statyon closing team to address impediments to closing eight deferred properties. Work on issues relating to Prudential regarding Englewood Heights including amount of assumed debt; coordinate execution of documents between title company, Receiver personnel in remote locations, Dillon Jackson and others; work on revision of documents to respond to various issues.	4.60	1,656.00
	MS Business Analysis Further data exchange with Treganowan of TD Electric matter; updating spreadsheet analysis of charges; additional questions of Treganowan; phone calls to Shirley Dunn, to Darryl Fisher; and email conclusions to interested parties.	6.30	2,205.00
	CAH Fee/Employment Applications Assist in preparation of reports to court, budgets and fee applications.	1.30	585.00
	SD Consummation of BREA Trx Communicate within Sunwest and CRO team regarding the closure of the eight more properties. Work with Tom Wettlaufer and Anne Marie Aydelott regarding Wells Fargo loans for equipment in various locations including those sold to BX, Lone Star facilities and DisposeCo locations.	1.20	432.00
	SD Travel Time Travel time for Shirley Dunn for travel to Salem.	1.00	NO CHARGE

		<u>Hours</u>	<u>Amount</u>
9/1/2010	KMM Fee/Employment Applications Contact Greg Yates regarding clarification of fee application materials. Relay information to Shirley Dunn.	0.20	15.00
	SD Consummation of BREA Trx Coordinate the release of escrowed funds from initial closing.	0.40	144.00
	SD Business Operations Work on wind down staffing. Meet with Steve Arndt regarding recommendations for outsourcing payroll. Work on various issues relating to not for profit entities. Review and respond to emails.	3.60	1,296.00
	KMM Fee/Employment Applications Continue work on finalizing fee application and schedules (2.3). Follow up on coordination of filing the application (.2); discussion and emails with Leslie Hurd regarding same (.2). Draft transmittal letter to Bettina Whyte and forward to Maren Cohn for review (.6). Incorporate Maren Cohn's changes into final (.3).	3.60	270.00
	HS Cash Management Approve wire transfers; discuss payment questions with AP.	0.20	45.00
	HS Cash Management Discuss professional fees with James Estes.	0.10	22.50
	HS Cash Management Process check for Aspen Foundation.	0.10	22.50
	HS Cash Management Follow up on Desert Springs final payroll question.	0.20	45.00
	HS Mediation Review Lone Star information for analysis of Lone Star vs HoldCo treatment.	2.10	472.50
	HS Tax Issues Work to compile TIC Tax basis information.	1.10	247.50
	HS Cash Management Emails regarding Management Committee fees for August.	0.10	22.50
	HS Tax Issues Review 2009 income tax payments.	0.70	157.50
9/2/2010	SD Business Operations Meet with Tom Wettlaufer regarding various legal department matters including staffing (1.2). Meet with Steve Arndt, review and execute Paychex contract to outsource payroll (.9). Address various operational issues (.3). Review and respond to emails (.8).	3.20	1,152.00
	SD Travel Time Travel time for Shirley Dunn for travel to Salem.	1.00	NO CHARGE

		<u>Hours</u>	<u>Amount</u>
9/2/2010	SD	4.00	1,440.00
	Consummation of BREA Trx Gather information and telephone conference with Jeff Woodcox regarding Wells Fargo loan agreement perfected security interest and assumption of loan by BX when collateral is BX, Lone Star and DivestCo (2). Work on release of escrowed funds and satisfaction of liens (1.1). Address other matters relating to completion of BX transaction (.9).		
	SD	0.30	108.00
	Plan & Disclosure Statement Telephone calls regarding feeder organization. Communicate with Michael Grassmueck and send him the proposals received from Moss Adams and Deloitte.		
	MOC	0.40	120.00
	Post Confirmation Prepare status report regarding deferred closings.		
	SD	0.30	108.00
	Tax Issues Address issues relating to 2009 tax returns with Receiver.		
	CAH	2.10	945.00
	Case Administration Assist in preparation of reports to court, budgets and fee applications (.5). Work on general business operation and transitions (.9). Review and respond to emails and phone calls (.7).		
	MOC	1.70	510.00
	Fee/Employment Applications Finalize fee application (1.4); conference call with David Foraker regarding application (.2); conference call with Greg Yates regarding same (.1).		
	HS	4.30	967.50
	Tax Issues Continue work on compiling information needed to calculate investor basis.		
	HS	0.60	135.00
	Mediation Create Lone Star vs. HoldCo LLC analysis.		
	HS	0.20	45.00
	Cash Management Meeting with Shirley Dunn and legal team regarding home office lease and Wells Fargo lease.		
	HS	0.60	135.00
	Claims Admin & Objections Send updated claims list to Receiver with open items.		
9/3/2010	MOC	0.50	150.00
	TrustCo Conference call with Shirley Dunn regarding TrustCo employment contracts (.2); revise and send Jason Muth contract (.3).		
	SD	1.10	396.00
	Business Operations Address issues relating to Desert Springs receivership demands and collection issues.		
	SD	0.50	180.00
	Business Operations Address issues regarding Doug Sproul.		

		<u>Hours</u>	<u>Amount</u>
9/3/2010	SD Business Operations Arrange wire to LNR regarding Sunwest HQ.	0.30	108.00
	MOC Fee/Employment Applications Conference call with David Foraker (.3); conference call with Greg Yates (.1).	0.40	120.00
	HS Tax Issues Continue work on compiling information needed to calculate investor basis.	5.00	1,125.00
	HS Cash Management Approve wire transfers and Sunwest check run. Respond to various other disbursement questions.	0.30	67.50
	KMM Administrative Services Organize, print and notarize Cottage Village Loan Assumption agreement. Send as directed by Francesca Weindling.	0.30	22.50
	SD Consummation of BREA Trx Arrange to obtain copies of final executed loan modification agreements. Follow up on Prudential documents.	0.40	144.00
	KMM Administrative Services Scan and email Stayton property notice to Shirley Dunn.	0.10	7.50
	MOC Post Confirmation Conference call with Clyde Hamstreet regarding case status (.2); finalize and send status report (.7); conference call with Shirley Dunn regarding same (.1).	1.00	300.00
	SD Business Operations Review and respond to emails.	0.90	324.00
	SD Consummation of BREA Trx Address tax lien issues.	0.70	252.00
	SD Consummation of BREA Trx Address business operations issues relating to BX acquired entities.	0.90	324.00
	SD Consummation of BREA Trx Coordinate information relating to collection of A/R, allocations with BX; coordinate payment of prorated expenses.	1.90	684.00
	SD Business Operations Address issues relating to staffing wind down plans.	0.80	288.00
9/7/2010	KMM Administrative Services Organize, print and obtain Clyde Hamstreet signature on Kerville and Hillside documents. Scan, email and send as directed by Sarah Bruck.	0.30	22.50

		<u>Hours</u>	<u>Amount</u>
9/7/2010	SD Business Operations Address maintenance issues on Sunwest HQ building with Suzanne Towery.	0.30	108.00
	HS Cash Management Arrange for payment of Spring Pointe professionals.	0.30	67.50
	CAH Mediation Work on general mediation preparations and review of Crown Pointe and Waterford at Bellevue appeals (1.3). Work with David Roth on transition issues (.7). Work on tax issues and Encore insurance matters (2.2). Conference call with CRO and Receiver teams regarding mediations, Deer Valley matter and rollover exemptions issues (.9).	5.10	2,295.00
	SD Plan Process Review Lone Star data and calculations with Hannah Schmidt. Work on payroll tax claims and amounts due.	2.10	756.00
	SD Consummation of BREA Trx Work on SELCO reserve balances disposition; discussion with Brandy Clack (.5). Review Cambridge Place restated balances (.5). Address issues relating to sharing data with Emeritus (.6). Work on various matters relating to wrap up of transaction (.6).	2.20	792.00
	SD Business Operations Follow up with Michael Grassmuck regarding Aspen Foundation deal; telephone call to Al Kennedy. Coordinate finalization of Aspen Foundation documents with Les Pesterfield.	1.70	612.00
	SD Business Operations Review and respond to emails.	1.20	432.00
	SD Travel Time Travel time for Shirley Dunn for travel to Salem.	1.00	NO CHARGE
	HS Mediation Compile professional fee summary.	1.50	337.50
	HS Mediation Prepare information on payments, claims, and MIMO for Lone Star investors for upcoming mediation.	4.70	1,057.50
	HS Tax Issues Compile list of tax basis information related to investor elections.	2.50	562.50
9/8/2010	MOC Case Administration Miscellaneous email relating to claims issues, LLC values, investor questions, etc.	1.10	330.00
	MOC TrustCo Miscellaneous email with various parties regarding TrustCo employment contracts, TrustCo operating agreement and adversary proceedings.	0.70	210.00

		<u>Hours</u>	<u>Amount</u>
9/8/2010	KMM Administrative Services Print and organize French Terrace and Willow Trace documents. Obtain Clyde Hamstreet signature, scan, email and send as directed.	0.30	22.50
	KMM Administrative Services Scan and email amended promissory note and mutual release for Deer Meadows to Shirley Dunn as requested. Also scan and email copy of Deer Meadows check to Shirley Dunn.	0.40	30.00
	KMM Administrative Services Make reservations at Hilton Eugene Hotel for Clyde Hamstreet and Al Kennedy for Lone Star mediation. Email confirmation numbers.	0.30	22.50
	HS Tax Issues Send out update of tax basis information.	0.10	22.50
	HS Cash Management Approve wire transfers.	0.20	45.00
	HS Mediation Prepare for and meet with Clyde Hamstreet regarding Lone Star LLC distributions. Make suggested changes. Calls with Carrie Rasca regarding same.	4.70	1,057.50
	SD Plan Process Conference call regarding tax issues (.6). Address Lone Star communication regarding Cureson (.6). Work on professional fee budget summary (1.5).	2.70	972.00
	SD Consummation of BREA Trx Telephone calls and emails relating to data sharing arrangements with Emeritus. Contact Emeritus regarding appraisals requested by FDIC on deferred properties.	0.90	324.00
	SD Business Operations Finalize Note and Release documents and communicate with Les Pesterfield (.7). Address employment contract issues regarding Steve Stradley with Clyde Hamstreet (.2). Address cash balances with Clyde Hamstreet (.2). Review and respond to emails (1.2).	2.30	828.00
	HS Cash Management Emails with Maren Cohn and Spencer Fisher regarding member value elections.	0.20	45.00
	HS Cash Management Review lease for Sunwest office building and email to Tom Wettlaufer confirming payment amount.	0.20	45.00
	CAH Business Operations Work on TrustCo matters related to Encore and employee agreements; work on K-1 tax impact on employees and demand for recoveries (3.1). Work on preparations for Lone Star mediations (1.1). Work on Connolly's	6.20	2,790.00

		<u>Hours</u>	<u>Amount</u>
	complaints and appeals. Work with Maren Cohn on tax work shop (1.2). Review and respond to emails and calls (.8).		
9/9/2010	HS Cash Management Summarize final fee applications and budgets.	5.60	1,260.00
	MS Business Analysis Emails and call with Shirley Dunn and Kathy White on APFM cutoff for payments, emails with Darryl Fisher on FSW claim.	0.20	70.00
	HS Mediation Provide data analysis support for Lone Star mediation.	2.00	450.00
	MOC Tax Issues Email regarding tax accounting meeting and investor/employee tax issues.	0.40	120.00
	KMM Administrative Services Follow-up with Justin Denton regarding Orchard Park and Palm Meadows documents.	0.10	7.50
	MOC Case Administration Email regarding TrustCo employment contract, investor rollover and LLC inquiries, and other miscellaneous matters.	0.80	240.00
	CAH Mediation Participate in mediation in Eugene.	8.50	3,825.00
	SD Consummation of BREA Trx Telephone calls and emails.	0.50	180.00
9/10/2010	HS Cash Management Summarize final fee applications and budgets.	1.00	225.00
	HS Mediation Provide data analysis support for Lone Star mediation.	3.00	675.00
	CAH Mediation Continue mediations with focus on Lone Star and other items including Bob Dunn and documentation of earlier settlements (4.5). Work on planning for remaining task to complete CRO 's duties (2.5).	7.00	3,150.00
	MOC Tax Issues Assemble questions from various sources and prepare draft agenda for tax accounting meeting.	1.10	330.00
	MOC TrustCo Conference call with Tom Wettlaufer (.2); conference call with Darryl Steinhouse (.1); conference call with Clyde Hamstreet regarding TrustCo ownership issues (.1).	0.40	120.00

		<u>Hours</u>	<u>Amount</u>
9/10/2010	HS Tax Issues Continue work on list of tax basis information related to investor elections, update for feedback form Tom Biesiadecki.	2.50	562.50
	KMM Administrative Services Scan and forward an investor letter to Maren Cohn.	0.10	7.50
	SD Consummation of BREA Trx Telephone calls with Greg Yates, Byron Blount, Lou T and Erik Quarfordt and emails with David Zaro relating to Vestin second mortgage on Meadowlark, Crown Pointe September mortgage payments and other matters.	0.80	288.00
9/11/2010	HS Tax Issues Continue work on list of tax basis information related to investor elections. Send out revision.	2.40	540.00
9/12/2010	MOC Tax Issues Meet with Ingolf Noto, Jim Gaffney and Darryl Steinhouse to work through tax structure of various TIC transactions.	3.00	900.00
9/13/2010	KMM Administrative Services Contact Jason Muth regarding real estate inquiry.	0.10	7.50
	SD Case Administration Review and respond to emails.	0.20	72.00
	SD Tax Issues Participate in tax meeting at Moss Adams to address various elections and other matters.	2.60	936.00
	CAH Case Administration Work on scheduling and mediation matters (.8). Review and respond to emails and phone calls (.9).	1.70	765.00
	HS Tax Issues Attend tax meeting at Moss Adams regarding BREA transaction.	4.00	900.00
	KMM Administrative Services Forward information to Maren Cohn regarding investor inquiry into Canyon Creek.	0.10	7.50
	KMM Administrative Services Scan and email IRS - KDA document to Hannah Schmidt.	0.10	7.50
	CAH Tax Issues Work on tax issues dealing with rollover subscribers and the process for establishing each investors tax basis.	2.80	1,260.00
	MOC Tax Issues Participate in tax accounting meeting at Moss Adams and related follow-up discussions to clarify drafting of memorandum.	4.30	1,290.00

		<u>Hours</u>	<u>Amount</u>
9/13/2010	MOC Post Confirmation Meet with Clyde Hamstreet, Michael Grassmueck, Geoff Winkler and Shirley Dunn regarding various case matters.	0.90	270.00
	SD Claims Admin & Objections Lead telephone conference with David Zaro, Blackstone and EMC representatives to address Receiver's actions against Vestin regarding second mortgage on Meadowlark.	0.40	144.00
9/14/2010	KMM Administrative Services Emails with Shirley Dunn and Greg Yates regarding post confirmation billing issues.	0.20	15.00
	SD Consummation of BREX Trx Telephone conference with Greg Yates regarding Crown Pointe and Eldorado Heights. Meet with Tom Wettlaufer regarding Crown Pointe issues (1). Telephone call with Bob Coffin regarding Hillside buy in refund for Mr. and Mrs. Day (.2). Telephone call with Trish Brown regarding buy in refunds (.2). Review accounts receivable true up and meet with Kyle Hibler to discuss (2.2).	3.60	1,296.00
	SD Business Operations Participate in meeting with TD Electric, Allied Fire Systems, Darryl Fisher, Tom Wettlaufer and Jarod Miller of EMC regarding Fire Systems West inadequate work on Sunwest facilities (1.8). Follow up with A/P and review information provided (1.2). Tour HQ building with Suzanne Towery and review preparations for auction and progress with document scanning and record retention work (.5). Review emails and respond (1). Address issues with outsourcing remaining payroll (1.1).	5.60	2,016.00
	SD Fee/Employment Applications Review draft budgets. Work with Hannah Schmidt regarding H&A budget.	0.60	216.00
	SD Travel Time Travel time for Shirley Dunn for travel to Salem.	1.00	NO CHARGE
	CAH Case Administration Work on Management Committee personnel issues (1.2); review and respond to emails (.9); work on settlement of the Connolly appeals with John Stewart (.5); work on Blackstone transition issues (1.1).	3.70	1,665.00
	MOC Case Administration Organize files and tasks.	0.90	270.00
	HS Cash Management Talk to Dan Fish regarding checking account, update letter to FDIC regarding return of Cougar Springs funds.	0.30	67.50
	MOC Investor Relations Return investor phone calls and email (2.1); address rollover membership issues (.2); draft communication to rollover members (.8).	3.10	930.00

		<u>Hours</u>	<u>Amount</u>
9/14/2010	MOC Tax Issues Begin drafting memorandum regarding tax structure of Sunwest transactions.	2.80	840.00
	HS Cash Management Revise Hamstreet post confirmation budget.	0.20	45.00
	HS Claims Admin & Objections Research Dan Whitaker's ownership and potential member values.	0.60	135.00
	HS Cash Management Approve tax payments, discuss status with Shirley Dunn. Read and respond to emails.	1.80	405.00
9/15/2010	MOC Tax Issues Continue preparation of tax structure memo.	1.80	540.00
	KMM Administrative Services Follow-up with Jason Muth regarding real estate inquiry.	0.10	7.50
	KMM Administrative Services Review order and directions for submitting fee application to Bridge Associates (.3). Begin process of preparing the Hamstreet fee application as requested (1.5). Work on organizing data (.7).	2.50	187.50
	MOC Investor Relations Communications regarding investor inquiries.	0.20	60.00
	CAH Business Operations Work in Salem with staff on TrustCo plan review and development of adjustments. (4.8) Work on employment terms with Steve Stradley and Jason Muth (1.9).	6.70	3,015.00
	HS Cash Management Review Sunwest check run and approve wires.	0.20	45.00
	HS Consummation of BREX Trx Create template for property tax true up and true up for 2010 tax bills received to date.	2.80	630.00
	HS Asset Analysis & Recovery Compile listing of TrustCo LLC members and compare to listing of LLC/PM elections made.	4.20	945.00
	SD Travel Time Travel time for Shirley Dunn for travel to Salem.	1.00	NO CHARGE
	MOC TrustCo Multiple conferences and communications involving Clyde Hamstreet, Jason Muth, Tom Wettlaufer, Steve Stradley, Shirley Dunn and Michael Grassmuck regarding status of TrustCo properties, status of remaining	7.70	2,310.00

		<u>Hours</u>	<u>Amount</u>
	DivestCo properties, Encore Indemnity run-off, business wind-down, employment contracts and other matters.		
9/16/2010	HS Consummation of BREA Trx Continue work on property tax true up.	1.70	382.50
CAH	Business Operations Work with staff on TrustCo consolidation (4.8). Review with Receiver (1.2). Review and respond to emails and phone calls (.3). Work on Crown Pointe TIC issues (1).	7.30	3,285.00
HS	Cash Management Coordinate with legal regarding home office lease and Deer Meadows note. Touch base with treasury and AP regarding status and funding needs. Approve various disbursements.	0.90	202.50
HS	Asset Analysis & Recovery Revise TrustCo LLC member listing for updated TrustCo list. Review for accuracy and completeness.	2.10	472.50
HS	Consummation of BREA Trx Continue work on rollover addresses, cross check and group vendors together working towards a final rollover member count.	5.20	1,170.00
MOC	Tax Issues Continue work on tax structure memo.	7.00	2,100.00
KMM	Administrative Services Contact Jeff Juszczak of Bridge Associates to discuss questions related to the fee application (.3). Continue work on preparation for formatting of Hamstreet fee application as a csv file (1.9).	2.20	165.00
MOC	TrustCo Meet with Michael Grassmueck, Geoff Winkler, Jason Muth, Tom Wettlaufer and Clyde Hamstreet to complete review of real estate and other TrustCo assets.	3.20	960.00
MOC	Investor Relations Communications relating to rollover member and miscellaneous investor issues.	0.30	90.00
9/17/2010	KMM Administrative Services Discuss with Clyde Hamstreet reformatting Hamstreet's fee application.	0.50	37.50
HS	Cash Management Respond to Sunwest check run questions, approve wires, discuss disposition of vans with Dan M. and copier lease with Tom Wettlaufer.	0.50	112.50
MOC	Tax Issues Conference call with Ingolf Noto regarding tax memo (.2); conference call with Darryl Steinhouse regarding tax memo (.4); revise memo (5.1).	5.70	1,710.00

			<u>Hours</u>	<u>Amount</u>
9/17/2010	CAH	Business Operations Work on TrustCo transition (1.8). Work on reformat of billing with Kathy Million (.5).	2.30	1,035.00
9/20/2010	KMM	Administrative Services Work with Hannah Schmidt to review and finalize Hamstreet fee application (3). Prepare reference key to accompany application and email to Jeff Juszczak of Bridge Associates (.3).	3.30	247.50
	HS	Consummation of BREA Trx Continue work on rollover addresses, cross check and group vendors together working towards a final rollover member count.	2.00	450.00
	HS	Fee/Employment Applications Review time report to be sent to Bridge Associates.	3.00	675.00
	CAH	Plan Process Work on TrustCo development and review work with Receiver (4.2). Meet with Al Kennedy regarding Management Committee personnel matters (1.1). Obtain input on Feeder entity and TrustCo plan implementation (1).	6.30	2,835.00
	MOC	Communications Draft memo to Judge regarding case status issues and inquiries; miscellaneous communications with investors and attorneys.	1.70	510.00
9/21/2010	CAH	Mediation Participate in mediation with Crown Pointe appellants.	4.20	1,890.00
	CAH	Business Operations Work on TrustCo schedule of assets and estimates of value.	2.00	900.00
	SD	Travel Time Travel time for Shirley Dunn for travel to Salem.	1.00	NO CHARGE
	MOC	Tax Issues Conference call with Ingolf Noto regarding tax memo (.1); revise memo (.2).	0.30	90.00
	MOC	Communications Prepare packet of materials for WSJ reporter (.9); multiple communications regarding same (.3).	1.20	360.00
	MOC	Business Operations Conference with Clyde Hamstreet regarding communications, Management Committee meeting preparation, and TrustCo (.4); continue work on memo to Judge (.3).	0.70	210.00
	HS	Asset Analysis & Recovery Continue work to revise TrustCo LLC member listing and resolve LLC PM Election issues.	5.30	1,192.50
	HS	Cash Management Answer various AP questions and approve wire transfers.	0.40	90.00

		<u>Hours</u>	<u>Amount</u>
9/21/2010	HS Cash Management Review A&M invoices.	1.10	247.50
	MOC TrustCo Analyze TrustCo LLC member issues and draft status report on TrustCo, wind-down and other remaining work for Court and Management Committee.	5.70	1,710.00
	MOC Investor Relations Communications and research regarding investor claims inquiry.	0.40	120.00
	SD Cash Management Review cash balances. Compare Treasury Daily report with G.L. reports.	0.70	252.00
	SD Tax Issues Telephone calls with Kelly Blaine of IRS regarding tax claim for income and payroll taxes.	0.30	108.00
	SD Business Operations Meet with Kristy Petersen regarding various matters including payroll outsourcing and HR issues (1). Meet with Steve Stradley regarding Big Sky insurance check; telephone call with Jack Eagle of Yellowstone Bank (.3). Address various wind down staffing and other matters (1.1). Work with Suzanne Towery regarding the disposition of equipment (.5). Meet with Jason Muth regarding TrustCo transition and accounting services (.5). Work with Daniel Fish regarding Hermiston discharge permit, wind down accounting and tax claims for income tax penalties and update wind down staffing plan (.5). Telephone call with Maren Cohn regarding wind down activities (.9). Review and edit status memo for the Court (.3). Set up meeting with Moss Adams regarding wind down accounting matters (.2). Review emails and respond (.7).	6.00	2,160.00
	SD Consummation of BREA Trx Work with Kyle Hibler and Jessica Lindsay regarding 9/20 true up of BX sale transaction. Telephone calls with Jim Hansen of EMC (1.1). Meet with Dan Mahoney regarding wrap up of leased equipment, vehicles and buses (.4).	1.50	540.00
9/22/2010	MOC Communications Email and telephone calls regarding various matters including tax meeting memo and investor and rollover issues involving SWP, LLC settlement, and rollover membership.	2.30	690.00
	SD Consummation of BREA Trx Meet with Barb Jones and review work on New Mexico sales and use tax matters relating to outstanding lien (.7). Work with Kyle Hibler and Jessica Lindsay regarding BX true up issues and other matters (.6). Telephone call with Clyde Hamstreet regarding Crown Pointe and Waterford at Bellevue appeals (.2). Telephone call from IRS regarding Cambridge Place and follow up with Jim Hansen of EMC (.2). Telephone call with Neal Miranda of Chicago Title regarding Emerald Estates current property tax payment;	2.10	756.00

		<u>Hours</u>	<u>Amount</u>
	follow up with Jim Hanson of EMC (.2). Coordinate release of Flint River escrow funds (.2).		
9/22/2010	SD Claims Admin & Objections Work with detailed Excel file from IRS; seek help from John Eastman in IT and Bob Roberts. Reconcile file detail to claim filed. Review claim detail (2). Work on Eugene Gascho claim (.3).	2.30	828.00
	SD Travel Time Travel time for Shirley Dunn for trip to Salem.	1.00	NO CHARGE
	SD Business Operations Work with Kristy Petersen and Suzanne Towery to review and update wind down staffing plan. Review and respond to emails.	0.90	324.00
	HS Consummation of BREA Trx Continue work on rollover addresses, cross check and group vendors together working towards a final rollover member count.	2.00	450.00
	HS Fee/Employment Applications Review Hamstreet invoices.	0.40	90.00
	CAH Business Operations Prepare for and attend meeting with Management Committee regarding future governance issues and wind down of estate (4.3). Work on TrustCo business plan development (1.1). Work on Crown Pointe settlement (.5); review and respond to emails and phone calls (.8).	6.70	3,015.00
	HS Cash Management Approve wire transfer.	0.10	22.50
	HS Consummation of BREA Trx Review tax bills for property tax true up.	0.30	67.50
	HS Asset Analysis & Recovery Continue work to revise TrustCo LLC member listing and resolve LLC PM Election issues.	2.00	450.00
	HS Cash Management Review TrustCo property taxes.	1.10	247.50
	MOC Business Operations Review and incorporate comments from Shirley Dunn and Clyde Hamstreet into status report (.4); prepare for and participate in meeting with Tim Conway, Clyde Hamstreet and Management Committee representatives (2.6); prepare consolidated status report for Management Committee, email and telephone calls regarding updating BX, cash, and TrustCo aspects of report (3.6).	6.60	1,980.00
9/23/2010	SD Business Operations Meet with Daniel Fish regarding TrustCo accounting and DisposeCo status and accounting wrap up (1.2). Sign bank account closure forms for Brandy Clack (.2). Meet with Kristy Petersen regarding status of severance	3.60	1,296.00

		<u>Hours</u>	<u>Amount</u>
	payments and budgets, wind down plan and pay change policy (1.2). Review emails and respond (1).		
9/23/2010	KMM Administrative Services Scan and email sales verification questionnaire to Shirley Dunn.	0.10	7.50
	HS Claims Admin & Objections Review TrustCo summary of LLC PM elections for accuracy.	1.00	225.00
	KMM Administrative Services Scan and email IRS document to Hannah Schmidt.	0.10	7.50
	HS Cash Management Update entity wide cash position graphs.	1.00	225.00
	MOC Fee/Employment Applications Assemble package of background materials on early part of case for Bettina Whyte.	1.10	330.00
	MOC Communications Finalize memo to Management Committee (.1); multiple communications on miscellaneous matters (.2).	0.30	90.00
	MOC Investor Relations Draft investor update communication (2.1); request claims and reserve information from Receiver (.1).	2.20	660.00
	SD Claims Admin & Objections Work on State of Oregon payroll tax administrative claims.	2.00	720.00
	MOC TrustCo Work with Clyde Hamstreet on TrustCo asset file and employment agreements (1.9); revise Jason Muth agreement (.7).	2.60	780.00
	CAH Valuation Work on TrustCo valuations (6.2); and personnel employment agreements (1.1).	7.30	3,285.00
	SD Consummation of BREA Trx Discussion with Tom Wettlaufer regarding Emerald Estates and property taxes on leasehold (.2). Telephone call with Neal Miranda regarding Emerald Estates, Flint River escrow release, status of four remaining properties in BX deal (.3). Work with Barb Jones regarding New Mexico tax work and wind down schedule given delay in EMC true ups (2.5). Follow up with title company for lien details (.1).	3.10	1,116.00
	SD Travel Time Travel time for Shirley Dunn for trip to Salem.	1.00	NO CHARGE
	HS Claims Admin & Objections Update election summary and distribution model for current claims report.	4.00	900.00

			<u>Hours</u>	<u>Amount</u>
9/23/2010	HS	Consummation of BREX Trx Continue work on property tax true up from closing.	0.50	112.50
	HS	Cash Management Review TrustCo property tax obligations.	0.50	112.50
	HS	Cash Management Read and respond to emails regarding AP.	1.00	225.00
9/24/2010	MOC	Communications Update case status report with current Blackstone numbers, revise, and send for review.	0.70	210.00
	SD	Communications Meet with Mike Grassmuck and Clyde Hamstreet to discuss case issues.	0.50	180.00
	HS	Cash Management Read and respond to emails.	0.50	112.50
	CAH	Business Operations Work on TrustCo valuations, budgets and employment matters (3.2). Work on communications and preparations for Management Committee meeting (2.8). Meet with Receiver to review transition issues (1.2).	7.20	3,240.00
	HS	Cash Management Coordinate payment of Crown Pointe mortgage.	0.30	67.50
	MOC	Tax Issues Conference call with Ingolf Noto regarding tax memo.	0.20	60.00
	MOC	Investor Relations Review and verify investor claim information in response to inquiry.	0.90	270.00
	MOC	Fee/Employment Applications Assemble background packet and draft cover letter to Bettina Whyte.	0.90	270.00
	SD	Claims Admin & Objections Discussion with Clyde Hamstreet regarding Eugene Gascho note and claims. Telephone call with Tom Wettlaufer regarding same.	0.50	180.00
	SD	Communications In preparation for upcoming Management Committee meeting, prepare executive summary of 8/4, 8/31 and remaining four properties closing statements. Other preparations for Management Committee meeting to review BX transaction status and other matters.	3.90	1,404.00
9/25/2010	MOC	Fee/Employment Applications Review materials for inclusion in background packet and continue work on cover letter.	2.20	660.00

		<u>Hours</u>	<u>Amount</u>
9/27/2010	KMM Administrative Services Print, organize and obtain Clyde Hamstreet signature on Rose Valley and Spring Valley LMAs. Notarize and send to Jeanette Thomas of Perkins Coie.	0.40	30.00
	MOC Communications General email and phone calls (.3); conference call with Shirley Dunn regarding report to Management Committee and investor update (.2); revise report and update (.9).	1.40	420.00
	HS Accounting /Auditing Tax and accounting wind down meeting with Moss Adams and Financial Accounting.	5.00	1,125.00
	SD Consummation of BREA Trx Discussion with Tom Wettlaufer; follow up with Eric Mendlesohn regarding EMC ability to close on Crown Pointe. Telephone call with Francesca Weindling regarding status of Eldorado Heights bond holder approval.	0.30	108.00
	HS Cash Management Review professional fee orders entered on 9/24. Summarize for payment.	2.90	652.50
	HS Cash Management Review Sunwest check run.	0.30	67.50
	SD Business Operations Review and edit updated version of status report and investor letter (1.2). Review and approve payments to professionals (.4). Work on presentation to Management Committee (1.9). Meet with Suzanne Towery regarding scanning project and auction (.4). Review and respond to emails (.6).	4.50	1,620.00
	MOC Fee/Employment Applications Complete assembly of background packet and cover letter.	1.60	480.00
	SD Case Administration Meet with Clyde Hamstreet, Michael Grassmueck and Geoff Winkler to discuss case status.	1.00	360.00
	SD Travel Time Travel time for Shirley Dunn for travel to Salem.	1.00	NO CHARGE
	CAH Business Operations Continue preparations for upcoming Management Committee meeting (5.2). Work on TrustCo transition and employment agreements with Steve Stradley (.7). Meet with Receiver at CRO/Receiver meeting (1.1).	7.00	3,150.00
	SD Accounting /Auditing Participate in meeting with Moss Adams regarding wind down accounting and preparation of final tax returns (4.2). Contact Darryl Steinhouse and arrange for follow up meeting regarding tax issues (.3).	4.50	1,620.00

		<u>Hours</u>	<u>Amount</u>
9/28/2010	KB Business Operations Work on update of TrustCo budget and schedule of assets including analysis of liquidation event for bareland, commercial and apartments.	2.50	800.00
	MOC Communications Work with Clyde Hamstreet on various communications projects (1.4); revise investor update (1.2).	2.60	780.00
	CAH Business Operations Prepare for and participate in CRO/Management Committee meeting.	6.80	3,060.00
	HS Cash Management Agree professional fee orders to fee applications, set up and initiate wire transfers. Send emails regarding discrepancies between billed and approved rates.	7.80	1,755.00
	SD Business Operations Review notice of garnishment and follow up with Brandy Clack to obtain background information (.3). Review emails and respond (1.2). Communicate settlement of appeals on Crown Pointe and Waterford at Bellevue (.2). Continue to work on scheduling follow up tax meeting (.3).	2.00	720.00
	SD Communications Prepare for and participate in Management Committee meeting (6.5). Follow up with Hannah Schmidt regarding professional fee amounts for Stewart/Sokol firm (.2). Revise executive summary of closing statements (.3).	7.00	2,520.00
	MOC Post Confirmation Prepare for and participate in CRO/Management Committee meeting.	5.20	1,560.00
9/29/2010	KMM Administrative Services Email Pam Mattson and Geoff Winkler updated investor information.	0.10	7.50
	KMM Administrative Services Call with Shirley Dunn to discuss arrangements for breakfast and lunch meeting at Moss Adams (.2). Contact Sandra Breuer at Moss Adams to discuss logistics of meetings (.2).	0.40	30.00
	KB Travel Time Travel time for Kathrine Barton for travel from Coquille to Portland.	4.50	NO CHARGE
	MOC Post Confirmation Work with Clyde Hamstreet on remaining case issues including resolutions of claims disputes and TrustCo governance.	1.50	450.00
	SD Tax Issues Review Judy Dauble memo regarding nonresident withholding tax for LLC investors. Add to Friday meeting agenda and distribute.	0.40	144.00
	SD Business Operations Telephone call with Ingolf Noto (.5). Telephone call with Brenna in Darryl Steinhouse's office to coordinate scheduling of follow up meeting (.3).	3.30	1,188.00

		<u>Hours</u>	<u>Amount</u>
	Follow up with Barb Jones, Tom Wettlaufer, Jessica Lindsay and others regarding agenda times for Friday meeting (.8). Respond to SELCO Community Credit Union regarding account balances (.3). Review emails and respond (1.4).		
9/29/2010	MOC TrustCo Meet with Michael Grassmueck and Clyde Hamstreet regarding TrustCo governance, employment contracts, and other issues.	2.10	630.00
	MOC Tax Issues Multiple communications with Shirley Dunn, Ingolf Noto, and Luce Forward regarding upcoming tax meeting and review of memo from previous meeting (.3); review agenda for meeting (.2).	0.50	150.00
	MOC Claims Admin & Objections Research and discuss LLC claims issue with Clyde Hamstreet (.3); respond to investor email regarding claims issues (.3); conference call with Clyde Hamstreet and Ford Elsaesser regarding LLC settlement and Lone Star claims (.3).	0.90	270.00
	MOC Investor Relations Conference call with investor regarding claims inquiry (.3); communications with Pam Mattson and Receiver's office regarding CRO and TIC investor letters (.2); conference call with Rachael McIvor regarding revisions to investor update (.1).	0.60	180.00
	MOC Fee/Employment Applications Work with Clyde Hamstreet on materials and letter to Bettina Whyte regarding case background.	1.80	540.00
	SD Claims Admin & Objections Work on tax issues relating to priority tax claims.	3.00	1,080.00
	SD Travel Time Travel time for Shirley Dunn for trip to Salem.	0.70	NO CHARGE
	HS Cash Management Send additional professional fee wires to the bank. Emails regarding various discrepancies between billed and authorized amounts.	2.00	450.00
	HS Claims Admin & Objections Call with Cecil Turner regarding LLC settlement and claims. Follow up email to Grassmueck Group.	0.40	90.00
	HS Cash Management Review management committee expense reports.	4.00	900.00
	HS Cash Management Review funding request by Emeritus regarding Eldorado Heights and Necanicum Village.	0.50	112.50

		<u>Hours</u>	<u>Amount</u>
9/29/2010	CAH Business Operations Work with Receiver on TrustCo employment agreements and governance matters (2.1). Work with parties on claims settlement (1.7). Work on TrustCo governance (1.3). Review and respond to emails and phone calls (1.2).	6.30	2,835.00
9/30/2010	HS Cash Management Draft wires for payment of professional fee and funding to Emeritus managed facilities. Wire to the bank. Prepare check request and approve check run. Approve payment of payroll taxes and 2nd quarter payroll report.	1.50	337.50
	HS Claims Admin & Objections Update equity rollover estimate for current allowed claims. Emails and call with Spencer Fisher regarding investor elections. Call with Geoff Winkler and Maren Cohn regarding net MIMO amounts.	4.30	967.50
	CAH Case Administration Work on TrustCo governance (.5) and claims simplification (.7).	1.20	540.00
	SD Business Operations Numerous telephone calls with Tom Wettlaufer regarding employee matter relating to post termination support for ongoing matters (.2). Additional calls regarding coordination of Friday meetings (.2). Telephone calls with Suzanne Towery regarding progress and issues relating to auction (.2). Review emails and respond (.1). Telephone call with Doreen Davis regarding employee matters (.1).	0.80	288.00
	KMM Administrative Services Order breakfast and lunch delivery for tax meeting at Moss Adams.	0.30	22.50
	MOC Claims Admin & Objections Multiple emails and teleconferences regarding preparation of LLC settlement agreement; to coordinate discussion and resolution of claims disputes (.5); conference call with Tim Conway (.2); conference call with Michael Grassmuck (.2); conference call with David Zaro (.3); conference call with Clyde Hamstreet (.2); participate in conference call with CRO-Receiver group regarding claims disputes and TrustCo governance (.9); coordinate claims meeting among major constituencies (.1); discuss claims issues with Hannah Schmidt (.1); conference call with Geoff Winkler and Hannah Schmidt regarding claims (.3).	2.80	840.00
	MOC Investor Relations Multiple emails and phone calls with investors regarding status update letter and claims inquiries (3.7); review letter to settling TICs regarding tax issues (.2).	3.90	1,170.00
	KMM Administrative Services Field several investor calls regarding update letter and forward information to Maren Cohn.	0.70	52.50

		<u>Hours</u>	<u>Amount</u>
9/30/2010	KMM Administrative Services Email Pam Mattson investor inquiry request.	0.10	7.50
SUBTOTAL:		[492.40	153,300.00]
<u>Rollover</u>			
9/2/2010	MOC Rollover Member Email regarding investor and rollover issues (.3); conference call with Shirley Dunn, et al regarding preparations for rollover tax meeting (.2).	0.50	150.00
9/3/2010	MOC Rollover Member Conference call with Darryl Steinhouse regarding rollover tax meeting (.3); email regarding same (.2).	0.60	180.00
9/8/2010	MOC Rollover Member Conference call regarding tax accounting meeting (.4); conference call with Ingolf Noto (.2); email and follow-up regarding various tax and rollover matters (1.2); conference call with Clyde Hamstreet(.1); conference call with Darryl Steinhouse (.2); review Ken Stephens memo (.2).	2.30	690.00
9/13/2010	MOC Rollover Member Participate in tax accounting meeting and follow-up discussions.	4.20	1,260.00
	HS Rollover Member Attend tax meeting at Moss Adams regarding BREX transaction.	4.00	900.00
	SD Rollover Member Participate in tax meeting at Moss Adams to address various elections and other matters (2.6). Lead telephone conference with David Zaro, Blackstone and EMC representatives to address Receiver's action against Vestin regarding second mortgage on Meadowlark (.3). Review and respond to emails (.4).	3.30	1,188.00
9/14/2010	HS Rollover Member Various emails related to investor elections and rollover.	0.30	67.50
	HS Rollover Member Compile listing for email addresses for rollover equity members.	3.80	855.00
9/16/2010	HS Rollover Member Continue work on listing of email addresses for rollover equity members.	1.80	405.00
SUBTOTAL:		[20.80	5,695.50]
For professional services rendered		513.20	\$158,995.50

Additional Charges :

		<u>Price</u>	<u>Qty</u>	<u>Amount</u>
9/1/2010	Mileage expense for Shirley Dunn for travel to Salem and return to Portland.	\$0.50	104	52.00
	Mileage expense for Hannah Schmidt for roundtrip travel to Salem.	\$0.50	100	50.00
9/2/2010	Mileage expense for Hannah Schmidt for roundtrip travel to Salem.	\$0.50	100	50.00
	Business meal expense for Sunwest closing team (Kyle Hibler, Jessica Lindsay, Jeremiah Toews) with Hannah Schmidt and Shirley Dunn.	\$86.30	1	86.30
	Mileage expense for Shirley Dunn for travel to Salem and return to Portland.	\$0.50	104	52.00
9/3/2010	Mileage expense for Hannah Schmidt for roundtrip travel to Salem.	\$0.50	100	50.00
9/7/2010	Mileage expense for Hannah Schmidt for roundtrip travel to Salem.	\$0.50	100	50.00
	Mileage expense for Shirley Dunn for travel to Salem and return to Portland.	\$0.50	104	52.00
	Business meal expense for refreshments for team and Shirley Dunn working on final fee application on 8/31.	\$39.00	1	39.00
9/8/2010	Parking expense in downtown Portland for Shirley Dunn while working in the Hamstreet office on Sunwest matters.	\$18.00	1	18.00
9/9/2010	Lodging expense for Clyde Hamstreet at the Eugene Hilton in Eugene, OR to attend mediation.	\$175.70	1	175.70
	Business meal expense for Clyde Hamstreet, Frank S. and Michael Grassmueck in Eugene regarding mediation.	\$113.24	1	113.24
	Business meal expense for Clyde Hamstreet, Al Kennedy and Judge Velure in Eugene regarding mediation.	\$133.00	1	133.00
	Mileage expense for Hannah Schmidt for roundtrip travel from Portland to Eugene.	\$0.50	220	110.00
9/10/2010	Mileage expense for Hannah Schmidt for roundtrip travel Portland to Eugene.	\$0.50	220	110.00
	Cell phone roaming charges in Canada for Sunwest calls.	\$34.73	1	34.73
9/13/2010	Parking expense in downtown Portland for Shirley Dunn while attending a tax meeting at Moss Adams.	\$9.95	1	9.95
9/14/2010	Mileage expense for Hannah Schmidt for roundtrip travel to Salem.	\$0.50	100	50.00
	Mileage expense for Shirley Dunn for travel to Salem and return to Portland.	\$0.50	104	52.00

		<u>Price</u>	<u>Qty</u>	<u>Amount</u>
9/15/2010	Mileage expense for Shirley Dunn for travel to Salem and return to Portland.	\$0.50	104	52.00
	Mileage expense for Hannah Schmidt for roundtrip travel to Salem.	\$0.50	100	50.00
9/16/2010	Mileage expense for Hannah Schmidt for roundtrip travel to Salem.	\$0.50	100	50.00
9/17/2010	Mileage expense for Hannah Schmidt for roundtrip travel to Salem.	\$0.50	100	50.00
9/21/2010	Mileage expense for Shirley Dunn for travel to Salem and return to Portland.	\$0.50	104	52.00
	Mileage expense for Clyde Hamstreet for travel from Portland to Eugene and return to attend mediation.	\$0.50	224	112.00
	Mileage expense for Hannah Schmidt for roundtrip travel to Salem.	\$0.50	100	50.00
9/22/2010	Mileage expense for Shirley Dunn for travel to Salem and return to Portland.	\$0.50	104	52.00
9/23/2010	Mileage expense for Hannah Schmidt for roundtrip travel to Salem.	\$0.50	100	50.00
	Mileage expense for Shirley Dunn for travel to Salem and return to Portland.	\$0.50	104	52.00
9/24/2010	Parking expense in downtown Portland for Shirley Dunn while working in the Hamstreet office on Sunwest matters.	\$18.00	1	18.00
9/27/2010	Mileage expense for Hannah Schmidt for roundtrip travel to Salem.	\$0.50	100	50.00
	Mileage expense for Shirley Dunn for travel to Salem and return to Portland.	\$0.50	104	52.00
9/28/2010	Mileage expense for Hannah Schmidt for roundtrip travel to Salem.	\$0.50	100	50.00
	Parking expense in downtown Portland for Shirley Dunn while working at the Hamstreet office on Sunwest related matters.	\$18.00	1	18.00
	Business meal expense for working lunch for Clyde Hamstreet, Maren Cohn and Shirley Dunn.	\$38.00	1	38.00
9/29/2010	Mileage expense for Kathrine Barton for travel from Coquille to Portland.	\$0.50	245	122.50
	Mileage expense for Hannah Schmidt for roundtrip travel to Salem.	\$0.50	100	50.00
	Business meal expense for Carrie Rasca and Shirley Dunn.	\$36.40	1	36.40
	Mileage expense for Shirley Dunn to travel to Salem and return to Portland.	\$0.50	104	52.00
9/30/2010	ReadyTalk conference call services for September 2010.	\$148.96	1	148.96

	<u>Price</u>	<u>Qty</u>	<u>Amount</u>
9/30/2010 ABC Legal Service local delivery expenses September 2010.	\$49.50	1	49.50
Business meal expense for breakfast meeting at Moss Adams regarding tax structure and transaction issues. Attendees included, Darryl Steinhouse, Ingolf Noto, Shirley Dunn, Hannah Schmidt, Maren Cohn, Tom Wettlaufer, Jim Gaffney and other members of the Moss Adams team.	\$173.05	1	173.05
Business meal expense for lunch meeting at Moss Adams regarding tax structure and transaction issues. Attendees included, Darryl Steinhouse, Ingolf Noto, Shirley Dunn, Hannah Schmidt, Maren Cohn, Tom Wettlaufer, Jim Gaffney and other members of the Moss Adams team.	\$224.98	1	224.98
Pacer expense through 9/30/10 for review of Sunwest related court documents.	\$343.12	1	343.12
Total additional charges			\$3,284.43
Total amount of this bill			\$162,279.93
Balance due			\$278,666.83

Consultant Summary

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Clyde A. Hamstreet	109.70	450.00	\$49,365.00
Hannah Schmidt	137.70	225.00	\$30,982.50
Kathrine Barton	2.50	320.00	\$800.00
Kathrine Barton	4.50	0.00	\$0.00
Mark Schmidt	6.50	350.00	\$2,275.00
Shirley Dunn	110.30	360.00	\$39,708.00
Shirley Dunn	9.70	0.00	\$0.00
Maren Cohn	115.30	300.00	\$34,590.00
Kathy Million	17.00	75.00	\$1,275.00